

RECORDATION NO. 22426-E FILED

OCT 24 '03 12:14 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

October 24, 2003

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of the following secondary document: Lease Supplement No. 2, dated as of October 31, 2000.

The enclosed document relates to the Equipment Lease (GARC III 99-B) previously filed with the Board under Recordation Number 22426.

The names and addresses of the parties to the enclosed document are:

Lessor: GARC III 99-B Railcar Trust  
c/o Wilmington Trust Company  
1100 North Market  
Wilmington, DE 19890

Lessee: General American Railcar  
Corporation III  
500 West Monroe Street  
Chicago, IL 60661

A description of the railroad equipment covered by the enclosed document is:

Railcar GATX 059196 is being replaced by Railcar GATX 075284

Mr. Vernon A. Williams  
October 24, 2003  
Page Two

A short summary of the document to appear in the index follows:

Lease Supplement No. 2

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anr  
Enclosures

SEP. 19. 2003 3:53PM

PMCC LEGAL STAMFORD 914 335 8301

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**LEASE SUPPLEMENT NO. 2  
(GARC III 99-B)**

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SURFACE TRANSPORTATION BOARD

This Lease Supplement No. 2, dated as of October 31, 2000, between GARC III 99-B Railcar Trust by Wilmington Trust Company, not in its individual capacity but solely as Owner Trustee under the Trust Agreement ("Lessor"), and General American Railcar Corporation III, a Delaware corporation ("Lessee");

**WITNESSETH:**

Lessor and Lessee have heretofore entered into that certain Equipment Lease Agreement (GARC III 99-B) dated as of September 1, 1999 (the "Lease"). The terms used herein are used with the meanings assigned to such terms in the Lease.

The Lease provides for the execution and delivery of one or more Lease Supplements substantially in the form hereof for, among other things, the purpose of particularly describing all or a portion of the Unit of Equipment to be leased to Lessee under the Lease.

Now, Therefore, in consideration of the premises and other good and sufficient consideration, and pursuant to Section 2 of the Lease, Lessor and Lessee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as herein supplemented, the Unit described in Schedule 1 hereto.
2. All of the terms and provisions of the Lease are hereby incorporated by reference in this Lease Supplement to the same extent as if fully set forth herein.
3. To the extent that this Lease Supplement constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Lease Supplement may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee for the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.
4. This Lease Supplement shall be governed by and construed in accordance with the laws of the State of New York, including all matters of construction, validity and performance, without regard to principles of conflicts of laws.

SEP. 18. 2003 3:53PM  
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5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

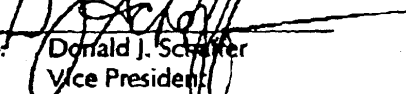
Lessor:

GARC III 99-B Railcar Trust  
By: Wilmington Trust Company, not in its  
individual capacity but solely as Owner Trustee

By:   
Name: Anita Roselli  
Title: Financial Services Officer

Lessee:

General American Railcar Corporation III

By:   
Name: Donald J. Schaffer  
Title: Vice President

5. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together constituting one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Lease Supplement to be duly executed as of the day and year first above written and to be delivered as of the date first above written.

Lessor:

GARC III 99-B Railcar Trust  
By: Wilmington Trust Company, not in its  
individual capacity but solely as Owner Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Lessee:

General American Railcar Corporation III

By: William J. Hasek  
Name: William J. Hasek  
Title: Treasurer

State of Delaware )  
 ) SS  
County of New Castle )

On this 25<sup>TH</sup> day of September, 2000, before me personally appeared Anita Roselli, to me personally known, who being by me duly sworn, say that he/she is Financial Services Officer of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

*Kimberly E. Faulhaber*

[Notarial Seal]

KIMBERLY ELIZABETH FAULHABER  
NOTARY PUBLIC - DELAWARE  
My Commission Expires April 9, 2005

My commission expires:

State of Illinois )  
 ) SS  
County of Cook )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared Donald J. Schaffer, to me personally known, who being by me duly sworn, say that he is Vice President of General American Railcar Corporation III, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Delaware           )  
  ) SS  
County of New Castle        )

On this \_\_\_\_ day of \_\_\_\_\_, 2000, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Wilmington Trust Company, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Illinois           )  
  ) SS  
County of Cook            )

On this 17<sup>th</sup> day of October, 2003, before me personally appeared William J. Hasek, to me personally known, who being by me duly sworn, say that he is Treasurer of General American Railcar Corporation III, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Patricia Lodge*

Notary Public

[Notarial Seal]

My commission expires:



SCHEDULE 1

<u>Car Type</u>	<u>DOT Class</u>	<u>Car Marking</u>
T389	112J340-W	GATX 075284



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

10/29/03



\_\_\_\_\_  
Robert W. Alvord